

NOTICE OF EXTRA ORDINARY GENERAL MEETING (EOGM)

NOTICE is hereby given that the Extra Ordinary General Meeting of the Members of TIRUPATI FORGE LIMITED ("the Company") is scheduled to be held on Saturday, November 16, 2024 at 10.00 A.M. at the Registered Office of the Company situated at Plot No. 1-9, Survey No. 92/1, Near Shan Cement, Hadamtala Industrial Area, Taluka: Kotda Sangani, Hadamtala, Rajkot-360311, Gujarat India to transact the following businesses:

SPECIAL BUSINESSES:

ITEM NO. 1:

TO CONSIDER AND APPROVE AN INCREASE IN AUTHORISED CAPITAL OF THE COMPANY.

To consider and if thought fit, to pass with or without modification(s) the following Resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 13, Sections 61(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder, (each including any amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable provisions of the Memorandum and Articles of Association of the Company, the approval of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 24,00,00,000/- (Rupees Twenty-Four Crores Only) comprising of 12,00,00,000 (Twelve Crore) equity shares of Rs. 2/- (Rupees Two Only) each to Rs. 26,50,00,000/- (Rupees Twenty-Six Crores Fifty Lacs Only) comprising of 13,25,00,000 (Thirteen Crores Twenty-Five Lacs) equity shares of Rs. 2/- (Rupees Two Only) each, and to alter and substitute the Capital Clause of the Memorandum of Association of the Company as under:

V. *The Authorized Share Capital of the Company is Rs. 26,50,00,000/- (Rupees Twenty-Six Crores Fifty Lacs Only) comprising of 13,25,00,000 (Thirteen Crores Twenty-Five Lacs) equity shares of Rs. 2/- (Rupees Two Only) each."*

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board of Directors or Company Secretary of the Company or Chief Financial officer, be and is hereby authorized severally, on behalf of the Company, to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be necessary or desirable including without limitation to filing requisite documents with the Ministry of Corporate Affairs and other regulatory authorities, to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

ITEM NO. 2:

ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS:

To consider and if thought fit, to pass with or without modification(s) the following Resolution as **Special Resolution**:

"RESOLVED THAT pursuant to provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), Chapter V of the Securities and Exchange Board of India (Issue of Capital and

Disclosure Requirements) Regulations, 2018 as amended ("SEBI (ICDR) Regulations, 2018"), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended ("Takeover Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the rules, regulations, notifications and circulars issued thereunder and other applicable law including any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI"), the Ministry of Corporate Affairs, the respective stock exchanges where the equity shares of the Company are listed ("Stock Exchanges"), and or any other competent regulatory authority and in accordance with the uniform listing agreements entered into with the Stock Exchanges and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to the Stock Exchanges and SEBI and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which expression shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, the Board be and is hereby authorized to create, issue, offer and allot Equity Shares by way of Preferential Allotment, up to 1,47,00,000 (One Crores Forty Seven Lacs) Equity Shares of Face Value of Rs. 2.00/- (Rupee Two only) each at a premium of Rs. 30/- (Rupees Thirty Only) making total issue price of Rs. 32/- (Rs. Thirty-Two Only) each aggregating to Rs. 47,04,00,000/- (Rupees Forty-Seven Crores Four Lacs Only) to the non-promoters of the Company (hereinafter referred to as the "Proposed Allottees/Investor") as mentioned below and as more particularly mentioned in the explanatory statement setting out material facts on preferential basis:

Sr. No.	Name of the Proposed Allottees	Category	No. of Shares to be allotted
1.	Devansh Trademart LLP	Non-Promoter	30,00,000
2.	Sandeep Kapadia	Non-Promoter	17,50,000
3.	Shree Balaji Investment	Non-Promoter	12,00,000
4.	Rakesh Laroia	Non-Promoter	10,00,000
5.	Ketan V Thakkar	Non-Promoter	7,00,000
6.	Anjana Projects Private Limited	Non-Promoter	6,25,000
7.	Amlan Hasmukh Shah	Non-Promoter	5,00,000
8.	Monika Garware	Non-Promoter	4,50,000
9.	Haresh Devidas Hemrajani	Non-Promoter	4,00,000
10.	Vijay Kumar Pahwa	Non-Promoter	3,75,000
11.	Vinay Jaiprakash Ambekar	Non-Promoter	3,75,000

12.	Dhiren Kishore Shah	Non-Promoter	3,75,000
13.	Rohitash Gupta	Non-Promoter	3,50,000
14.	Tradelink Exim India Pvt. Ltd.	Non-Promoter	3,50,000
15.	Nitin Shantilal Gada	Non-Promoter	3,50,000
16.	Amit Chordia Dhanyakumar	Non-Promoter	3,00,000
17.	Harit Exports Private Limited	Non-Promoter	3,00,000
18.	Manoj Kumar Maganlal Desai	Non-Promoter	2,50,000
19.	Hitesh N Kawa	Non-Promoter	1,65,000
20.	Dhruvil Nimesh Joshi	Non-Promoter	1,60,000
21.	Dea Capital Management Private Limited	Non-Promoter	1,50,000
22.	Rajiv Arvind Desai	Non-Promoter	1,50,000
23.	Rupali Prakash Naik	Non-Promoter	1,50,000
24.	Deepak Nalin Dalal	Non-Promoter	1,50,000
25.	Lionel John Smith	Non-Promoter	1,50,000
26.	Rishabh Siroya	Non-Promoter	1,50,000
27.	Haresh M Hindocha	Non-Promoter	1,50,000
28.	Hardik Amit Kothari	Non-Promoter	1,25,000
29.	Kumar Kishore Ghaghada	Non-Promoter	1,25,000
30.	Altaf A Jiwani	Non-Promoter	1,00,000
31.	Mangal Keshav Capital Limited	Non-Promoter	1,00,000
32.	Raju Soni	Non-Promoter	1,00,000
33.	Parth Rajiv Desai	Non-Promoter	75,000
34.	Riddhi Vinod Shah	Non-Promoter	50,000
	Total		1,47,00,000

RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid Equity Shares to the Proposed Allottees, shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

- a) An amount equivalent to 100% of the consideration shall be paid by the proposed allottees on or before the date of allotment of Equity Shares. The Investor shall make payment of Issue Price of Equity Shares from their own bank account into the designated bank account of the Company.
- b) The Equity Shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and be issued in dematerialized form only.
- c) The Equity Shares proposed to be issued shall rank pari passu with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted shall be entitled to the dividend declared, if any, including other corporate benefits, if any;
- d) the pre-preferential shareholding of the Proposed Allottee's, if any, shall be under lock-in for such period as may be prescribed under Regulation 167 of Chapter V of the SEBI ICDR Regulations.
- e) The Equity shares issued and allotted shall be subject to lock-in for such period as prescribed under the SEBI (ICDR) Regulations.
- f) The Equity Shares so allotted to the Proposed Allottee's under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- g) The issue and allotment of equity shares shall be subject to the requirements of all applicable laws and pursuant to the provisions of the Memorandum of Association and Articles of Association of the Company;
- h) The Equity Shares shall be allotted within a period 15 days from the date of passing the special resolution by the members OR after receiving in-principle approval letter from stock exchanges, whichever is later, provided that where the allotment of Shares is subject to receipts of any approval or permission from any regulatory or Government of India, the allotment shall be completed within a period of 15 days from the date of receipts of last date of such approvals or permission.
- i) The "Relevant Date" pursuant to Regulation 161 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 in relation to the above-mentioned Preferential Issue, shall be Thursday, October 17, 2024 which is a date 30 days prior to the meeting of members of the Company scheduled to be held to consider the Preferential Issue of equity shares.
- j) The price of each equity share to be issued is Rs. 32/- per share read with Regulation 164 of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, whichever is higher.

k) The Equity share will be listed and traded on the National Stock Exchange of India Limited ("NSE") where the existing shares of the Company are currently listed, subject to the receipt of necessary permissions and approvals from the exchange.

RESOLVED FURTHER THAT in accordance with the provisions of ICDR Regulations, the "Relevant Date" for the purpose of determination of the price of the Equity Shares to be issued and allotted as above shall be Thursday, October 17, 2024 being the date falling 30 (thirty) days prior to the date of this Extraordinary General Meeting being held on Saturday, November 16, 2024 to approve this offer.

RESOLVED FURTHER THAT the Equity Shares to be offered, issued and allotted shall be subject to lock in for such periods as prescribed in Regulation 167 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

RESOLVED FURTHER THAT subject to the SEBI (ICDR) Regulations, 2018 and other applicable laws the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of the above-mentioned Equity Shares and to vary, modify or alter the terms and conditions and size of the issue, as it may deem expedient, without being required to seek any further consent or approval of the Company in a General Meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Stock Exchange/Securities and Exchange Board of India (SEBI) and/ or such other appropriate authority may impose at the time of their approval as agreed by the Board.

RESOLVED FURTHER THAT The Equity Shares shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 days from the date of passing of this special resolution provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchanges is pending, the allotment shall be completed within a period of 15 days from the date of such approval or permission, as the case may be in compliance with Regulation 170 of the SEBI (ICDR) Regulations, 2018.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects.

RESOLVED FURTHER THAT the monies received by the Company from the Subscriber for application of the Equity Shares pursuant to this private placement shall be kept by the Company in a separate bank account opened and shall be utilized by the Company in accordance with Section 42 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the offer, issue, allotment of the Equity Shares, any Director from the Board of Directors or/and Chief Financial Officer or/ and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.

RESOLVED FURTHER THAT the Board of Directors, Company Secretary or Chief Financial Officer be and is hereby authorised to apply for the listing of New Equity Shares issued under the said preferential allotment to the National Stock Exchange and do all acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage depositories, registrars, bankers, Practising Company Secretary and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required and as permitted by law.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company.”

ITEM NO. 3:

ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), for the time being in force, and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (“FEMA”), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), as amended from time to time, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange Board of India (“SEBI”) and/or any other statutory or regulatory authorities, including the National Stock Exchange of India Limited (collectively, the “Stock Exchanges”) on which the equity shares of the Company having face value of Rs.2/- (Rupees Two Only) each (“Equity Shares”) are listed (hereinafter collectively referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approval(s), consent(s) and permission(s) as may be necessary or required, from Applicable Regulatory Authorities (including the Stock Exchanges) and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents and permissions, which the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this resolution), is hereby authorised to accept, the consent of the members of the Company be and is hereby accorded to offer, issue and allot from time to time in one or more tranches, up to 1,23,10,000 (One Crore Twenty Three Lacs Ten Thousand) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs. 2.00/- (Rupees Two Only) each (“Warrants”) at a Premium of Rs. 30/- (Rupees Thirty Only) making total issue price of Rs. 32/- (Rupees Thirty-Two only) each payable in cash (“Warrants Issue Price”), aggregating up to Rs. 39,39,20,000 (Thirty Nine Crores Thirty Nine Lacs Twenty Thousand Only), which may be

exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months, to the proposed allottees mentioned Below hereunder, by way of a preferential issue in accordance with the terms of the Warrants as set out herein, and in the explanatory statement to this Notice calling Extra Ordinary General Meeting and on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act, as the Board may determine (the "Preferential Issue) to the promoters and non-promoters of the Company (hereinafter referred to as the "Proposed Allottees/Investor") as mentioned below and as more particularly mentioned in the explanatory statement setting out material facts on preferential basis:

Sr. No.	Name of Investor	Category	No. of Convertible Warrants to be allotted
1.	Chetna Mukeshbhai Thumar	Promoter Group	40,00,000
2.	Bhargvi Manojbhai Thummar	Promoter	20,00,000
3.	Hiteshkumar Godhanbhai Thummar	Promoter	10,00,000
4.	Devansh Trademart LLP	Non-Promoter	30,00,000
5.	Ekta Agarwal	Non-Promoter	10,00,000
6.	Mayank Gupta	Non-Promoter	4,50,000
7.	Lata Dhiraj Shah	Non-Promoter	3,60,000
8.	Adiraju Rajendra Prasad	Non-Promoter	2,00,000
9.	Dea Capital Management Private Limited	Non-Promoter	1,00,000
10.	Jayantilal Gada HUF	Non-Promoter	1,00,000
11.	Piyush Gala	Non-Promoter	1,00,000
	Total		1,23,10,000

RESOLVED FURTHER THAT in accordance with the provisions of ICDR Regulations, the "Relevant Date" for the purpose of determination of the price of the Equity Shares to be issued and allotted as above shall be Thursday, October 17, 2024 being the date falling 30 (thirty) days prior to the date of this Extraordinary General Meeting being held on Saturday, November 16, 2024 to approve this offer."

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of the Warrants shall be subject to the following terms and conditions apart from the other terms and conditions as prescribed under applicable laws:

- a. Each Warrant is convertible into One (1) Equity Share and the conversion can be exercised by warrant holder(s), at any time during the period of Eighteen (18) months from the date of allotment of Convertible Warrants, in one or more tranches, as the case may be and on such other terms and conditions as applicable;

- b. In accordance with the provisions of Chapter V of ICDR Regulations, Convertible Warrant subscription price equivalent to 25% of the issue price will be payable at the time of subscription and allotment of Convertible Warrants, which would be adjusted by the Company and appropriated against the issue price of the resultant Equity Shares. The balance 75% of the Warrant issue price shall be payable by the warrant holder(s) at the time of exercising conversion of Convertible Warrants;
- c. The respective Warrant holder shall make payment of Warrant price from their own bank account into to the designated bank account of the Company;
- d. The Warrants shall be exercised in a manner that shall be in compliance with the minimum public shareholding norms prescribed for the Company under the Listing Regulations and the Securities Contract (Regulation) Rules, 1957;
- e. The Warrants themselves until converted into Equity Shares, does not give to the Warrant Holder any rights (including any dividend or voting rights) in the Company in respect of such Warrants;
- f. The Equity Shares to be so allotted upon the exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respect including dividend, with the existing Equity Shares of the Company;
- g. The Company shall re-compute the price of the Warrants/ Equity Shares issued upon exercise of the Warrants in terms of the ICDR Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by such Warrant Holders to the Company in accordance with the provisions of the ICDR Regulations;
- h. The said Warrants by themselves until exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company;
- i. The allotment of Warrants pursuant to this resolution shall be completed within a period of 15 (fifteen) days from the passing of special resolution by the Members, provided that, where the allotment pursuant to aforesaid resolution is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval(s);
- j. The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the allottee; and warrants so allotted shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- k. In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse, and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company;
- l. The Convertible Warrants and the Equity Shares being allotted pursuant to exercise of such Convertible Warrants shall be subject to a lock-in for such period as specified under applicable provisions of SEBI (ICDR) Regulations.

- m. The Company shall procure the listing and trading approvals for the resulting Equity Shares to be issued and allotted to the Warrant Holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the ICDR Regulations and the Listing Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, and the Key Managerial Personnel, be and is hereby jointly and severally authorised on behalf of the Company to do all such other acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the members of the Company, including but not limited to the following:

- i. to issue and allot the Warrants and such number of equity shares may be required to be issued and allotted upon exercise/ conversion/ exchange of the Warrants, without requiring any further approval of the Members;
- ii. to negotiate, finalize and execute all necessary agreements/ documents/ form filings/ applications to give effect the above resolutions, including to make applications to Applicable Regulatory Authorities, like applications to the Stock Exchanges for obtaining in-principal approval for the Warrants to be allotted pursuant to the Preferential Issue, and for obtaining listing approval and trading approval for the equity shares to be allotted upon conversion of the Warrants;
- iii. to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottees, and to effect any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue, as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Warrants;
- iv. to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of Warrants and the equity shares to be allotted pursuant to the conversion of the Warrants, without requiring any further approval of the Members, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;
- v. to issue clarifications on the offer, issue and allotment of the equity shares to be allotted pursuant to the conversion of the Warrants and listing of the equity shares to be allotted pursuant to the conversion of the Warrants on the Stock Exchanges, without limitation, as per the terms and conditions of the SEBI ICDR Regulations, the SEBI Listing Regulations, and other applicable guidelines, rules and regulations;
- vi. to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries, monitoring agency and advisors for the Preferential Issue of the Warrants and the equity shares to be allotted pursuant to the conversion of Warrants on a preferential and private placement basis);
- vii. to undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing, and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any director(s), committee(s), executive(s), officer(s), company secretary,

chief financial officer or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

ITEM NO.4:

TO APPROVE THE BORROWINGS LIMITS UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013:

To consider and if thought fit, to give your assent/dissent to pass with or without modification, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and subject to such other approvals as may be necessary and in supersession of all the earlier resolutions passed in this regard, the consent of the members of the company be and is hereby accorded to the Board of Directors of the Company (‘hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution’) to borrow any sum or sums of money by obtaining loans, overdraft facilities, lines of credit, commercial papers, convertible/nonconvertible debentures, external commercial borrowings (loans/bonds), INR denominated offshore bonds or in any other forms from Banks, Financial Institutions, other Bodies Corporate or other eligible investors, from time to time, which, together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s Bankers in the ordinary course of business) may exceed, at any time, the aggregate of the paid-up share capital and free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 100 Crores (Rupees One Hundred Crores only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, director and key managerial personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

ITEM NO. 5:

TO SEEK APPROVAL UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013 INTER ALIA FOR CREATION OF MORTGAGE OR CHARGE ON THE ASSETS, PROPERTIES OR UNDERTAKINGS OF THE COMPANY:

To consider and if thought fit, to give your assent/dissent to pass with or without modification, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (the "Act") and any other applicable provisions, if any of the Act, or any amendment or modifications thereof and pursuant to the provisions of the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to sell, lease or dispose of in any manner including but not limited to mortgaging, hypothecating, pledging or in any manner creating charge on all or any part of the present and future moveable or immovable assets or properties of the Company or the whole or any part of the undertaking(s) of the Company of every nature and kind whatsoever (hereinafter referred to as the "Assets") and/or creating a floating charge on the Assets to or in favour of banks, financial institutions, investors, debenture trustees or any other lenders to secure the amount borrowed by the company or any entity which is a subsidiary or associate or group entity, from time to time, for the due re-payment of principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any such entity in respect of the such borrowings provided that the aggregate indebtedness so secured by the assets do not at any time exceed the value of limits approved under Section 180(1)(c) of the Act."

RESOLVED FURTHER THAT the Board be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, negotiating and finalizing the terms of sale, lease, creation of security or any other dispositions, filing of necessary forms, returns, applications, submissions under the Act."

Registered Office

Plot No. 1-9, Survey No. 92/1,
Near Shan Cement, Hadamtala Industrial Area,
Taluka: Kotda Sangani Hadamtala,
Rajkot 360311, Gujarat.
Tel. No.: +91 2827 270512
E-mail: info@tirupatiforge.com
Website: www.tirupatiforge.com

**For and on the behalf of the Board of Directors,
TIRUPATI FORGE LIMITED**

**Sd/-
HITESHKUMAR G. THUMMAR
CHAIRMAN AND MANAGING DIRECTOR
DIN: 02112952**

Place: Rajkot

Date: October 18, 2024

Notes:

1. The following is annexed with this Notice:
 - (i) A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Extra Ordinary General Meeting ("Meeting") is annexed hereto.
 - (ii) Instructions for e-voting.
2. Based on the consent received from CS Piyush Jethva, (FCS No. 6377, C.P. No. 5452), Practicing Company Secretary, the Board has appointed him on October 18, 2024 as the Scrutinizer to scrutinize the remote e-voting and voting process at EGM in a fair and transparent manner.
3. **A Member entitled to attend and vote, is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company.**

A person can act as proxy on behalf of Members not exceeding Fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other Member.

The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed, signed and stamped, not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of Limited Companies, Societies, etc., must be supported by appropriate resolutions/ authority, as applicable.

5. Institutional/Corporate Members intending to send their authorized representatives to attend the Extra Ordinary General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said Resolution to attend and vote on their behalf at the Meeting.
6. Relevant documents are open for inspection by the members at the Registered Office of the Company on all working days (except Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.
7. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.
9. Non-Resident Members: Non-Resident Indian Members are requested to inform Registrar and Transfer Agents, immediately of:

- a. Change in their residential status on return to India for permanent settlement.
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number, IFSC Code, MICR No. and address of the bank, if not furnished earlier.
10. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or its RTA quoting their Folio number or their Client ID number with DPID number, as the case may be.
 11. In support of the Green Initiative and in compliance with the MCA general circular no. 10/2022 dated 28.12.2022 and SEBI circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05.01.2023 read with latest Circular issued by SEBI vide SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024, the notice of EGM is being sent by electronic mode to all the members whose email IDs are registered with the Company/Depository Participant(s). For Members who have not received the Notice of Extra Ordinary General Meeting due to change/ non-registration of their e-mail address with the Company/RTA/Depository Participants, they may request for the said Notice by sending an email at cs@tirupatiforge.com. Post receipt of such request and verification of details of the Shareholder, the Shareholder would be provided a soft copy of the said Notice unless the members have requested for a physical copy of the same. Physical copies are being sent by the permitted mode, if requested for the same.
 12. This notice is being sent to all members of the Company whose name appears in the Register of Members/ list of beneficiaries received from the depositories as on Friday, October 18, 2024.
 13. The entry to the meeting venue will be regulated by means of attendance slips. For attending the meeting, members, proxies and authorized representatives of the members, as the case may be, are requested to bring the enclosed attendance slip completed in all respects, including client ID and DP ID, and signed.
 14. All members are requested to support Green Initiative of the Ministry of Corporate Affairs, Government of India and register their email addresses to receive all these documents electronically from the Company in accordance with Rule 18 of the Companies (Management & Administration) Rules 2014 and Rule 11 of the Companies (Accounts) Rules 2014. All the aforesaid documents have been uploaded on and are available for download from the Company's website at www.tirupatiforge.com.
 15. Rule 3 of the Companies (Management and Administration) Rules 2014 mandates that the register of members of all companies should include details pertaining to email address, permanent account number (PAN) or CIN, unique identification number, if any; father's/mother's/ spouse's name, occupation, status, nationality; in case member is a minor, name of guardian and the date of birth of the member, and name and address of nominee. All members are requested to update their details as aforesaid with their respective depository.
 16. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them.
 17. No gifts shall be provided to members before, during or after the EGM.

18. In case of joint holders attending the EGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
19. Members seeking any information with regard to the transaction of EGM are requested to write to the Company at an early date i.e. at least 10 days before the extra ordinary general meetings through mail at cs@tirupatiforge.com, so as to enable the Management to keep the information ready at the EGM.
20. A specimen of Attendance Slip, Proxy form and the route map showing direction to reach the venue of the Extra Ordinary General Meeting is given at the end of this notice as per the requirement of Secretarial Standards -2 on General Meeting so as to enable shareholders to attend meeting with complete documents.
21. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited for facilitating voting through electronic means, as the authorized agency. It is clarified that it is not mandatory for a member to vote using remote e-voting facility. In order to facilitate those Members, who do not wish to use the remote e-voting facility, the Company is providing facility for voting through ballot paper at the venue of meeting.

The facility for voting through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.

22. The Notice of EGM can also be accessed from the website of the company at www.tirupatiforge.com. The Notice can also be accessed from the website of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com.
23. All the work related to share registry in terms of both physical and electronic is being conducted by Company's Registrar and Share Transfer Agent, Link Intime India Private Limited. The Shareholders are requested to send their communication to the RTA.
24. The person whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on closing of Saturday, November 09, 2024 i.e. cut-off date only shall be entitled to vote at the meeting.
25. The remote e-voting facility was commenced on Wednesday, November 13, 2024 (09.00 a.m.) to Friday, November 15, 2024 (5.00 p.m.)

THE INSTRUCTIONS FOR REMOTE E-VOTING:

The remote e-voting period begins on Wednesday, November 13, 2024 (10.00 a.m.) to Friday, November 15, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by National Depository Services Limited for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Saturday, November 09, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

As per the SEBI circular dated December 09, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReq.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned

	<p>below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical Issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login

and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

- 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 8. Now, you will have to click on "Login" button.
- 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs.vishwasb@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ketan Patel at evoting@nsdl.com

Process for those shareholders whose email/mobile no. are not registered with the Company/Depositories:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@tirupatiforge.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
5. For Individual Demat Shareholders- Please update your email id and mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting and joining virtual message through Depository.

Process for those shareholders whose email/mobile no. are not registered with the Company/Depositories:

6. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@tirupatiforge.com.
7. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
8. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
9. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility
10. For Individual Demat Shareholders- Please update your email id and mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting and joining virtual message through Depository.

Registered Office

Plot No. 1-9, Survey No. 92/1,
Near Shan Cement, Hadamtala Industrial Area,
Taluka: Kotda Sangani Hadamtala,
Rajkot 360311, Gujarat.
Tel. No.: +91 2827 270512
E-mail: info@tirupatiforge.com
Website: www.tirupatiforge.com

**For and on the behalf of the Board of Directors,
TIRUPATI FORGE LIMITED**

**Sd/-
HITESHKUMAR G. THUMMAR
CHAIRMAN AND MANAGING DIRECTOR
DIN: 02112952**

Place: Rajkot

Date: October 18, 2024

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 ("THE ACT")

The following Statement sets out all material facts relating to the Special Businesses mentioned in the Notice:

ITEM NO.1:

The current Authorized Capital of the Company Rs. 24,00,00,000/- (Rupees Twenty-Four Crores Only) comprising of 12,00,00,000 (Twelve Crores) equity shares of Rs.2/- (Rupees Two Only) each and the paid-up share capital of the Company is Rs. 20,73,60,000 /- (Rupees Twenty Crore Seventy-Three Lakh Sixty Thousand Only) divided into 10,36,80,000 (Ten Crore Thirty-Six Lakh Eighty Lakh Only) equity shares of Rs. 2/- (Rupees Two Only) each. In order to undertake the proposed preferential issue at Item No. 2 and 3 and a capital raising activity in the future and for other business requirements that arise from time to time, it is proposed to increase the Authorized Share Capital to Rs. 26,50,00,000/- (Rupees Twenty-Six Crores Fifty Lacs Only) comprising of 13,25,00,000 (Thirteen Crores Twenty-Five Lacs Only) equity shares of Rs. 2/- (Rupees Two Only) each.

The increase in the Authorized Share Capital of the Company will also require consequential amendment in the capital Clause of the Memorandum of Association of the Company. Pursuant to Section 13 and 61 the Act, alteration of the Capital Clause requires approval of the members of the Company by way of an Ordinary Resolution to that effect.

A copy of the Memorandum of Association along with proposed amendments will be open for inspection by the Members and the same may be sought by any member within the timeline and by following the procedure as given in the 'Notes' to this notice.

The Board recommends the Ordinary Resolution set forth in Item No. 1 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

ITEM NO. 02 AND 03:

The Board of the Directors of the Company at its meeting held on October 18, 2024 has given their consent subject to approval of shareholders of the Company by way of Special Resolution to the issue and allotment of:

- i. 1,47,00,000 Equity Shares of face value of Rs. 2/- each at par aggregating to Rs. 47,04,00,000/- at a price of Rs. 32/- (including premium of Rs. 30/- per share);
- ii. 1,23,10,000 Convertible Warrants at issue price of Rs. 32/- each (to be converted into Equity Shares having Face Value of Rs. 2/- each at a Premium of Rs. 30/- each) aggregating to Rs.39,39,20,000/- on preferential basis for Cash consideration.

In terms of Section 62(1)(c) read with Sections 42 of the Companies Act, 2013 and rules made thereunder ("**Act**"), and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**ICDR Regulations**") as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations, the Preferential Issue requires approval of the shareholders of the Company by way of a special resolution.

Accordingly, consent of the members is being sought in terms of Section 42 & 62 of the Companies Act 2013 and Chapter V of the SEBI (ICDR) Regulations, 2018.

The information as required under SEBI (ICDR) Regulations and the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are given below:

1. Objects of the preferential issue:

To fund the Expansion of existing capacity, capital assets acquisition, acquisition/purchase of land, plant and machinery and other fixed assets, to fund the future growth opportunities, to meet the enhanced working capital requirements and general corporate purpose and further Strengthen the Company's Capital Base.

2. Maximum number of specified securities to be issued and price of the securities:

The resolution set out in the accompanying notice authorizes the Board to issue:

- i. 1,47,00,000 Equity Shares of face value of Rs. 2/- each at par aggregating to Rs. 47,04,00,000/- at a price of Rs. 32/- (including premium of Rs. 30/- per share).
- ii. 1,23,10,000 Convertible Warrants at issue price of Rs.32/- each aggregating to Rs.39,39,20,000/- on preferential basis for Cash consideration._.

3. Basis on which the price of the Preferential Issue has been arrived at:

The pricing of the equity shares to be allotted on conversion of warrants on preferential basis shall not be lower than the price determined in accordance with the Chapter V of SEBI (ICDR) Regulations 2018 and applicable law.

We also confirm that the Articles of Association do not contain any restrictive provision for Preferential Allotment and doesn't contain any article which provides for particular method for determination of price in case of preferential issue.

4. Relevant date with reference to which the price has been arrived at:

The Relevant Date in terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 for determining the price of Convertible Warrants and Equity Shares with reference to the proposed allotment is Thursday, October 17, 2024 being the date 30 days prior to Saturday, November 16, 2024 (i.e., the date on which the Extra Ordinary General Meeting of the Company is being convened in terms of the Companies Act, 2013 to consider the proposed preferential issue).

5. Undertaking as to re-computation of price and lock-in of specified securities:

The Equity Shares of the Company are listed on National Stock Exchange of India Limited ("NSE") (referred to as the "Stock Exchange"). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations. Pursuant to the provisions of Regulation 164(1) of ICDR Regulations, the floor price shall not be less than higher of the following:

- 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the National Stock Exchange of India Limited ("NSE") preceding the Relevant Date: i.e. Rs.29.20/- per Equity Shares;

- 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the National Stock Exchange of India Limited ("NSE") preceding the Relevant Date: i.e. Rs.31.91/- per Equity Shares.

The price per Equity Share to be issued pursuant to the Preferential Issue is fixed at Rs. 32/- (Rupees Thirty Two Only) per Equity Share being not less than the price computed in accordance with Chapter V of the SEBI ICDR Regulations.

Since the Proposed Preferential Issue shall not result in a change in control, or allotment of more than 5% (five per cent) of the post issue fully diluted share capital of the Company to any of the Proposed Allottee or to allottee(s) acting in concert with any other Allottee(s), the Company is not required to obtain a valuation report from an independent registered valuer and consider the same for determining the price.

6. Amount which the company intends to raise by way of such securities:

Upto Rs. 86,43,20,000/- (Rupees Eighty-Six Crore Forty-Three Lacs Twenty Thousand Only) by issuing Upto 1,47,00,000 (One Crore Forty-Seven lacs) equity Shares at a Price of Rs.32/- and issuing warrants Upto 1,23,10,000 convertible warrants (One Crore Twenty-Three Lacs Ten Thousand) at a Price of Rs. 32/- per warrant.

7. Intention of promoters, directors or key managerial personnel or senior management of the issuer to subscribe to the offer:

Mrs. Bhargavi Thummar, Hiteshkumar Godhanbhai Thummar and Mrs. Chetna Thummar, Promoter and Promoter Group of the Company have shown their interest to subscribe to the Equity Shares and Convertible Warrants proposed to be issued by the Company as more particularly set out in the explanatory statement setting out the material facts.

None of the other Promoter & Promoter Group, Directors, or Key Managerial Personnel of the Company except as mentioned herein above, intend to subscribe to any of the Equity Shares and Convertible Warrants proposed to be issued under the Preferential Issue.

8. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the persons belonging to Promoters and non-promoter group. The details of proposed allottees are as below:

Proposed Allottees	Category	Pre Preferential Issue*		No. of Convertible Warrants proposed to be allotted	No. of Equity Shares proposed to be allotted	Post Preferential Issue (Assuming full subscription of 1,47,00,000 Equity Shares and fully conversion 1,23,10,000 Warrants into Equity Shares)	
		No of shares held	% of share holding			No of shares held	% of share holding
Devansh Trademart LLP	Non-Promoter	-	-	30,00,000	30,00,000	60,00,000	4.59

Sandeep Kapadia	Non-Promoter	-	-	-	17,50,000	17,50,000	1.34
Shree Balaji Investment	Non-Promoter	-	-	-	12,00,000	12,00,000	0.92
Rakesh Laroia	Non-Promoter	-	-	-	10,00,000	10,00,000	0.77
Ketan V Thakkar	Non-Promoter	-	-	-	7,00,000	7,00,000	0.54
Anjana Projects Private Limited	Non-Promoter	-	-	-	6,25,000	6,25,000	0.48
Amlan Hasmukh Shah	Non-Promoter	-	-	-	5,00,000	5,00,000	0.38
Monika Garware	Non-Promoter	-	-	-	4,50,000	4,50,000	0.34
Haresh Devidas Hemrajani	Non-Promoter	-	-	-	4,00,000	4,00,000	0.31
Vijay Kumar Pahwa	Non-Promoter	-	-	-	3,75,000	3,75,000	0.29
Vinay Jaiprakash Ambekar	Non-Promoter	-	-	-	3,75,000	3,75,000	0.29
Dhiren Kishore Shah	Non-Promoter	-	-	-	3,75,000	3,75,000	0.29
Rohitash Gupta	Non-Promoter	-	-	-	3,50,000	3,50,000	0.27
Tradelink Exim India Pvt. Ltd.	Non-Promoter	-	-	-	3,50,000	3,50,000	0.27
Nitin Shantilal Gada	Non-Promoter	-	-	-	3,50,000	3,50,000	0.27
Amit Chordia Dhanyakumar	Non-Promoter	-	-	-	3,00,000	3,00,000	0.23
Harit Exports Private Limited	Non-Promoter	-	-	-	3,00,000	3,00,000	0.23
Manoj Kumar Maganlal Desai	Non-Promoter	-	-	-	2,50,000	2,50,000	0.19
Hitesh N Kawa	Non-Promoter	-	-	-	1,65,000	1,65,000	0.13
Dhruvil Nimesh Joshi	Non-Promoter	-	-	-	1,60,000	1,60,000	0.12
Dea Capital Management Private Limited	Non-Promoter	-	-	1,00,000	1,50,000	2,50,000	0.19
Rajiv Arvind Desai	Non-Promoter	-	-	-	1,50,000	1,50,000	0.11

Rupali Prakash Naik	Non-Promoter	-	-	-	1,50,000	1,50,000	0.11
Deepak Nalin Dalal	Non-Promoter	-	-	-	1,50,000	1,50,000	0.11
Lionel John Smith	Non-Promoter	-	-	-	1,50,000	1,50,000	0.11
Rishabh Siroya	Non-Promoter	-	-	-	1,50,000	1,50,000	0.11
Haresh M Hindocha	Non-Promoter	-	-	-	1,50,000	1,50,000	0.11
Hardik Amit Kothari	Non-Promoter	-	-	-	1,25,000	1,25,000	0.010
Kumar Kishore Ghaghada	Non-Promoter	-	-	-	1,25,000	1,25,000	0.10
Altaf A Jiwani	Non-Promoter	-	-	-	1,00,000	1,00,000	0.08
Mangal Keshav Capital Limited	Non-Promoter	-	-	-	1,00,000	1,00,000	0.08
Raju Soni	Non-Promoter	-	-	-	1,00,000	1,00,000	0.08
Parth Rajiv Desai	Non-Promoter	-	-	-	75,000	75,000	0.06
Riddhi Vinod Shah	Non-Promoter	-	-	-	50,000	50,000	0.06
Chetna Mukeshbhai Thumar	Promoter Group	1,65,97,800	16.01	40,00,000	-	2,05,97,800	15.76
Bhargvi Manojbhai Thummar	Promotor	1,62,82,800	15.70	20,00,000	-	1,82,82,800	13.99
Hiteshkumar Godhanbhai Thummar	Promotor	1,10,71,565	10.68	10,00,000	-	1,20,71,565	9.24
Ekta Agarwal	Non-Promoter	-	-	10,00,000	-	10,00,000	0.77
Mayank Gupta	Non-Promoter	-	-	4,50,000	-	4,50,000	0.34
Lata Dhiraj Shah	Non-Promoter	-	-	3,60,000	-	3,60,000	0.28
Adiraju Rajendra Prasad	Non-Promoter	-	-	2,00,000	-	2,00,000	0.15
Jayantilal Gada HUF	Non-Promoter	-	-	1,00,000	-	1,00,000	0.08
Piyush Gala	Non-Promoter	-	-	1,00,000	-	1,00,000	0.08
Total				1,23,10,000	1,47,00,000	2,70,10,000	

9. Shareholding Pattern before and after the proposed Preferential Issue:

Sr. No	Category	Pre Preferential Issue*		Post Preferential Issue (Assuming full subscription of 1,47,00,000 Equity Shares and fully conversion 1,23,10,000 Warrants into Equity Shares)	
		No. of shares held	% of share holding	No. of shares held	% of share holding
A	Promoters Holding				
1	<u>Indian</u>				
	Individual	5,78,15,757	55.76	6,48,15,757	49.60
	Bodies corporate	-	-	-	-
	Sub-total	5,78,15,757	55.76	6,48,15,757	49.60
2	<u>Foreign Promoters**</u>	-	-	-	-
	Sub-total (A)				
B	Non-promoters' holding				
	<u>Institutional investors</u>	32,407	0.03	32,407	0.02
	<u>Non-institution</u>				
	Private corporate bodies	21,02,007	2.03	37,27,007	2.85
	Indian public	4,11,62,424	39.70	5,22,47,424	39.98
	(Others including NRIs, Central Government, Escrow Account, Government Companies, Nationalized Banks, NBFCs, Non Nationalised Banks, HUF, LLP etc)	25,67,405	2.48	98,67,405	7.55
	Sub-total (B)	4,58,64,243	44.24	6,58,74,243	50.40
C	Non Promoter & Non Public				
	GRAND TOTAL	10,36,80,000	100.00	13,06,90,000	100.00

***It is assumed that the proposed allottee will subscribe to the entire quantity of the new shares proposed to be offered under preferential allotment.**

(The above pre-issue shareholding pattern is based on the shareholding as on September 30, 2024)

9. Time frame within which the preferential allotment shall be completed:

As required under the Regulation 170 of SEBI (ICDR) Regulations 2018, the Company shall complete the allotment of Equity Shares as well as warrant within a period of 15 days from the date of passing of this Special Resolution by the

shareholders in Extra Ordinary General Meeting, provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchanges is pending, the allotment shall be completed within a period of 15 days from the date of such approval or permission.

Further the conversion of warrant will be completed within period of 18 Months.

11. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them:

Proposed Allottees	Category	Ultimate Beneficial Owner	PAN of Ultimate Beneficial Owner	Pre Preferential Issue*		No. of Convertible Warrants proposed to be allotted	No. of Equity Shares proposed to be allotted	Post Preferential Issue (Assuming full subscription of 1,47,00,000 Equity Shares and fully conversion 1,23,10,000 Warrants into Equity Shares)	
				No of shares held				No of shares held	%
Devansh Trademark LLP	Non-Promoter	1. Mr. Vivekkumar jain, 2. Mr. Devansh Jain, 3. Mrs. Nandita Jain	1. Mr. Vivekkumar jain – AAAPJ4588L 2. Mr. Devansh Jain - AFTPJ1036R 3. Mrs. Nandita Jain – AAFPJ7529N		-	30,00,000	30,00,000	60,00,000	4.59
Shree Balaji Investment	Non-Promoter	1. Saket Agarwal	1. Saket Agarwal – ABXPA8150D		-	-	12,00,000	12,00,000	0.92

Anjana Projects Private Limited	Non-Promoter	1. Karan Mehta	1. Karan Mehta – AOQPM4243K		-		6,25,000	6,25,000	0.48
Tradelink Exim India Pvt. Ltd.	Non-Promoter	1. Anil Madanlal Raika	1. Anil Madanlal Raika – AABCT2448K		-	-	3,50,000	3,50,000	0.27
Harit Exports Private Limited	Non-Promoter	1. Mohit Ramgopal Agrawal	1. Mohit Ramgopal Agrawal – AAAPA7490E		-	-	3,00,000	3,00,000	0.23
Dea Capital Management Private Limited	Non-Promoter	1. Manoj Kumar Garg	1. Manoj Kumar Garg – AESPG4130P		-	1,00,000	1,50,000	2,50,000	0.19
Mangal Keshav Capital Limited	Non-Promoter	1. Paresh Navnitlal Bhagat, 2. Preeti Paresh Bhagat	1. Paresh Navnitlal Bhagat – AABPB1073B 2. Preeti Paresh Bhagat – AABPB3237H		-	-	1,00,000	1,00,000	0.08
Jayantilal Gada HUF	Non-Promoter	1. Jayantilal Gada	1. Jayantilal Gada – AALPG0932E		-	-	1,00,000	1,00,000	0.08

11A. The Current and Proposed status of the allottees post the preferential issue namely, promoter or non-promoter:

Sr. No.	Name of the Proposed Allottees	Current status of the allottees namely promoter or non-promoter	Proposed status of the allottees post the preferential issue namely promoter or non-promoter
1.	Devansh Trademart LLP	Currently not holding any Equity Shares of the Company	Non-Promotor
2.	Sandeep Kapadia	Currently not holding any Equity Shares of the Company	Non-Promotor

3.	Shree Balaji Investment	Currently not holding any Equity Shares of the Company	Non-Promotor
4.	Rakesh Laroia	Currently not holding any Equity Shares of the Company	Non-Promotor
5.	Ketan V Thakkar	Currently not holding any Equity Shares of the Company	Non-Promotor
6.	Anjana Projects Private Limited	Currently not holding any Equity Shares of the Company	Non-Promotor
7.	Amlan Hasmukh Shah	Currently not holding any Equity Shares of the Company	Non-Promotor
8.	Monika Garware	Currently not holding any Equity Shares of the Company	Non-Promotor
9.	Hareesh Devidas Hemrajani	Currently not holding any Equity Shares of the Company	Non-Promotor
10.	Vijay Kumar Pahwa	Currently not holding any Equity Shares of the Company	Non-Promotor
11.	Vinay Jaiprakash Ambekar	Currently not holding any Equity Shares of the Company	Non-Promotor
12.	Dhiren Kishore Shah	Currently not holding any Equity Shares of the Company	Non-Promotor
13.	Rohitash Gupta	Currently not holding any Equity Shares of the Company	Non-Promotor
14.	Tradelink Exim India Pvt. Ltd.	Currently not holding any Equity Shares of the Company	Non-Promotor
15.	Nitin Shantilal Gada	Currently not holding any Equity Shares of the Company	Non-Promotor
16.	Amit Chordia Dhanyakumar	Currently not holding any Equity Shares of the Company	Non-Promotor
17.	Harit Exports Private Limited	Currently not holding any Equity Shares of the Company	Non-Promotor
18.	Manoj Kumar Maganlal Desai	Currently not holding any Equity Shares of the Company	Non-Promotor
19.	Hitesh N Kawa	Currently not holding	Non-Promotor

		any Equity Shares of the Company	
20.	Dhruvil Nimesh Joshi	Currently not holding any Equity Shares of the Company	Non-Promotor
21.	Dea Capital Management Private Limited	Currently not holding any Equity Shares of the Company	Non-Promotor
22.	Rajiv Arvind Desai	Currently not holding any Equity Shares of the Company	Non-Promotor
23.	Rupali Prakash Naik	Currently not holding any Equity Shares of the Company	Non-Promotor
24.	Deepak Nalin Dalal	Currently not holding any Equity Shares of the Company	Non-Promotor
25.	Lionel John Smith	Currently not holding any Equity Shares of the Company	Non-Promotor
26.	Rishabh Siroya	Currently not holding any Equity Shares of the Company	Non-Promotor
27.	Haresh M Hindocha	Currently not holding any Equity Shares of the Company	Non-Promotor
28.	Hardik Amit Kothari	Currently not holding any Equity Shares of the Company	Non-Promotor
29.	Kumar Kishore Ghaghada	Currently not holding any Equity Shares of the Company	Non-Promotor
30.	Altaf A Jiwani	Currently not holding any Equity Shares of the Company	Non-Promotor
31.	Mangal Keshav Capital Limited	Currently not holding any Equity Shares of the Company	Non-Promotor
32.	Raju Soni	Currently not holding any Equity Shares of the Company	Non-Promotor
33.	Parth Rajiv Desai	Currently not holding any Equity Shares of the Company	Non-Promotor
34.	Riddhi Vinod Shah	Currently not holding any Equity Shares of the Company	Non-Promotor
35.	Chetna Mukeshbhai Thumar	Promoter Group	Promoter Group
36.	Bhargvi Manojbhai Thummar	Promoter	Promoter

37.	Hiteshkumar Godhanbhai Thummar	Promoter	Promoter
38.	Ekta Agarwal	Currently not holding any Equity Shares of the Company	Non-Promotor
39.	Mayank Gupta	Currently not holding any Equity Shares of the Company	Non-Promotor
40.	Lata Dhiraj Shah	Currently not holding any Equity Shares of the Company	Non-Promotor
41.	Adiraju Rajendra Prasad	Currently not holding any Equity Shares of the Company	Non-Promotor
42.	Jayantilal Gada HUF	Currently not holding any Equity Shares of the Company	Non-Promotor
43.	Piyush Gala	Currently not holding any Equity Shares of the Company	Non-Promotor

12. Change in control consequent to the preferential issue:

There will not be any change in the management or control of the Company as a result of the proposed preferential allotment.

13. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

No allotment(s) has been made on a preferential basis from the beginning of the year to the date of issue of this notice.

14. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable as this issue is not for consideration other than cash.

15. Undertaking:

The Company hereby undertakes that:

- i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required.
- ii. If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations the above shares shall continue to be locked-in till the time such amount is paid by the allottees.
- iii. None of the proposed allottees in the Company held any pre-preferential shares in the Company;
- iv. No person belonging to the Promoter Group and Non-Promoter Group have sold/transferred any equity shares of the Company during the 90 trading days preceding the relevant date;

- v. No person belonging to the promoters / promoter group has previously subscribed to any equity shares/warrants of the Company but failed to exercise them; and
- vi. Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.

16. Certificate from Practising Company Secretary:

Mr. Manish Buchasia, proprietor of M/s. M.S. Buchasia & Associates, Company Secretaries, Ahmedabad, the Practising Company Secretary has certified that the preferential issue is being made in accordance with the requirements contained in SEBI (ICDR) Regulations, 2018. A copy of the certificate is kept for inspection at the Registered Office of the Company during the business hours and also available on the website of the Company at www.tirupatiforge.com.

17. Lock-in-period:

The securities allotted to Proposed Allottees shall be locked in as per Regulation 167 and other applicable provisions of SEBI (ICDR) Regulations, 2018.

18. Terms of Payment:

The entire consideration against the allotment of the Warrants shall be received by the Company from the allottees before the said allotment. In case allottee pays consideration in less than the amount as agreed, the company shall issue shares on proportionate basis.

19. Disclosures specified in Schedule VI of SEBI (ICDR) Regulations, 2018, if the issuer or any of the promoters or directors is a wilful defaulter or a fraudulent borrower:

The Company and none of its Directors or Promoters have been declared as a wilful defaulter or a fraudulent borrower as defined under SEBI (ICDR) Regulations, 2018. None of its Directors or Promoters is a fugitive economic offender as defined under the SEBI (ICDR) Regulations, 2018.

20. Other Disclosures:

- a) None of the Company, its Directors or Promoters have been declared as wilful defaulter as defined under the SEBI ICDR Regulations. None of its Directors or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- b) The Company is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- c) Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.
- d) The proposed allottees have not sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- e) An amount equivalent to at least 25% (Twenty-Five Percent) of the consideration shall be paid by the proposed allottees on or before the date of allotment of warrants and the balance consideration i.e. 75% (Seventy Five Percent) shall be

paid at the time of allotment of equity shares pursuant to exercise of option of conversion against each such warrant.

- f) Upon receipt of the payment as above, the Board (or a Committee thereof) shall allot 1 (One) warrant by appropriating Rs. 2/- towards equity share capital and the balance amount paid against each Share towards the securities premium.
- g) The Allottee shall also be entitled to any future issue of bonus / rights, if any, in the same proportion and manner as any other shareholders of the Company for the time being and the Company shall reserve proportion of such entitlement for the Allottee.
- h) The equity shares to be issued and allotted by the Company on conversion of warrants shall be in dematerialised form and subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company and be listed on stock exchanges where the equity shares of the Company are listed.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its members. The Board recommends the resolution as set out in Item No. 2 and 03 of this notice for the approval of members as a **Special** Resolution.

Except Mr. Hiteshkumar Gordhanbhai Thummar ,Managing Director and Mr. Darshna Hiteshbhai Thummar Non-Executive Director of the Company alongwith their relatives, none of the Directors/Key Managerial Personnel of the Company/ their relatives are in, any way, concerned or interested, in the above resolution .

ITEM NO. 4 & 5:

Keeping in view the Company's long term strategic and business objectives, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any time except with the consent of the members of the Company in a general meeting.

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item Nos. 4 & 5 for approval by the members of the Company as Special Resolutions.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

Registered Office

Plot No. 1-9, Survey No. 92/1,
Near Shan Cement, Hadamtala Industrial Area,
Taluka: Kotda Sangani Hadamtala,
Rajkot 360311, Gujarat.
Tel. No.: +91 2827 270512
E-mail: info@tirupatiforge.com
Website: www.tirupatiforge.com

**For and on the behalf of the Board of Directors,
TIRUPATI FORGE LIMITED**

**Sd/-
HITESHKUMAR G. THUMMAR
CHAIRMAN AND MANAGING DIRECTOR
DIN: 02112952**

Place: Rajkot

Date: October 18, 2024

ATTENDANCE SLIP

[Please fill in this attendance slip and hand it over to ENTRANCE OF THE MEETING HALL]

DPID/ CLIENT ID: _____

Registered Folio No.: _____

No of Shares: _____

Name(s) and address of the Shareholders/Proxy in Full:

I hereby certify that I am a Shareholder/ Proxy of the Shareholder of the Company. I/We hereby accord my/our presence at the Extra Ordinary General Meeting of the Company being held on November 16, 2024 at 10.00 a.m. at the Registered Office of the Company at Plot No. 1-9, Survey No. 92/1, Near Shan Cement, Hadamtala Industrial Area, Taluka: Kotda Sangani Hadamtala, Rajkot 360311, Gujarat.

Signature of Shareholder/ Proxy

PROXY FORM
FORM NO: MGT-11

[Pursuant to Section 105 (96) of the Companies Act, 2013 and Rules 19(3) of the Companies Management and Administration Rules 2014]

CIN	L27320GJ2012PLC071594
Name of the Company	TIRUPATI FORGE LIMITED
Registered Office	Plot No. 1-5, Survey No. 92/1, Near Shan Cement, Hadamtala Industrial Area, Taluka: Kotda Sangani, Hadamtala Rajkot-360 011 Gujarat

Name of the Member (s)	
Registered Address	
E-mail Id	
Folio No. / Client Id	
DP/ ID	

I /We, being the member(s) of Shares of the above-named Company, hereby appoint:

(1)	Name:		Address:	
	E-Mail Id		Signature:	Or falling him/her;
(2)	Name:		Address:	
	E-Mail Id		Signature:	Or falling him/her;
(3)	Name:		Address:	
	E-Mail Id		Signature:	

as my /our proxy to attend and vote (on a poll) for me/us and on my /our behalf at the Extra Ordinary General Meeting of the Company to be held on **Saturday, November 16, 2024 at 10.00 p.m.** at Plot No. 1-5, Survey No. 92/1, Near Shan Cement, Hadamtala Industrial Area, Taluka: Kotda Sangani, Hadamtala Rajkot 360 011 Gujarat India, and any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	For	Against
1.	To Consider and Approve an Increase in Authorised Capital of the Company		
2.	Issue of Equity Shares on Preferential Basis		
3.	Issue of Convertible Warrants on Preferential Basis		
4.	To Approve the Borrowings Limits under Section 180(1)(c) of the Companies Act, 2013		
5.	To Seek Approval under Section 180(1)(a) of the Companies Act, 2013 inter alia for Creation of Mortgage or Charge on the Assets, Properties or Undertakings of the Company		

Signed this day of..... 2024

Affix Revenue Stamp of Rs.1/-
--

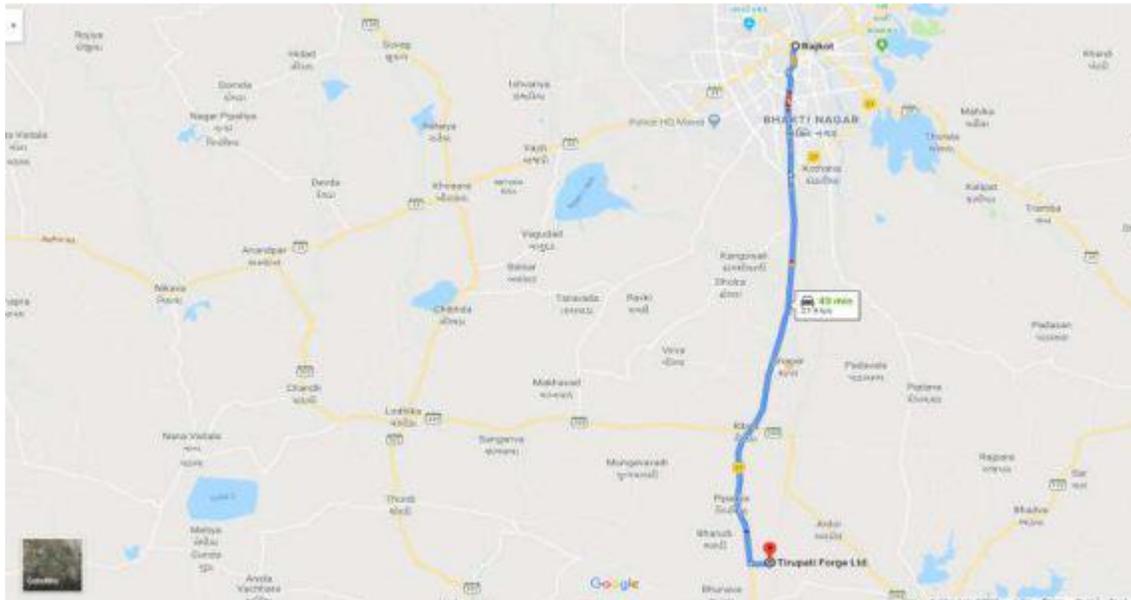
Signature of Shareholder (s)

Signature of Proxy holder(s)

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than forty-eight hours before the commencement of the Meeting.
2. A proxy need not be a member of the Company and shall prove his identity at the time of attending the Meeting.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. This is only optional. Please put a '√' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'against' column blank against any or all the resolutions, your proxy will be entitled to vote (on poll) at the Meeting in the manner he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the Meeting in person if he / she so wishes. When a Member appoints a proxy and both the Member and proxy attend the Meeting, the proxy will stand automatically revoked.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
7. This form of proxy shall be signed by the appointer or his attorney duly authorised in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorised by it.
8. This form of proxy will be valid only if it is duly completed in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
9. Undated proxy form will not be considered valid.
10. If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.

ROUTE MAP OF THE VENUE OF EGM



EGM VENUE

TIRUPATI FORGE LIMITED

Plot No. 1-9, Survey No. 92/1, Near Shan Cement, Hadamtala Industrial Area, Taluka: Kotda Sangani Hadamtala, Rajkot 360311, Gujarat.